

RECORDATION NO. 27110-B FILED

NOV 30 '07

4-30 PM

TTX COMPANY101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223ANTHONY J. BARTON
ASSISTANT VICE PRESIDENT - FINANCE

SURFACE TRANSPORTATION BOARD

DIRECT LINE (312) 984-3824
FAX (312) 984-3855

November 28, 2007

VIA FEDERAL EXPRESSMr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement No. 2 dated as of October 19, 2007.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of July 12, 2007, recorded on August 7, 2007, recordation number 27110.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Seller: Trinity North American Freight Car, Inc. (Manufacturer)
2525 Stemmons Freeway
Dallas, Texas 75207

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89' low level flat cars for tri-level autorack service.	FA	50	GTTX	702150-702199

Mr. Vernon A. Williams
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Enclosed is our check in the amount of \$35.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement Supplement covering 50, 89' low level flat cars for tri-level autorack service; GTTX, numbered 702150-702199."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "Anthony J. D'Amico", with a long horizontal flourish extending to the right.

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 2 dated as October 19, 2007, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Trinity North American Freight Car, Inc., a Delaware corporation, with an address at 2525 Stemmons Freeway, Dallas, Texas 75207 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of July 12, 2007, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on August 7, 2007 at 11:20 AM, recordation number 27110.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 2, dated as of October 19, 2007, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").


WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRINITY NORTH AMERICAN FREIGHT CAR, INC.

By: 
President

TTX COMPANY

By: 
Vice President and Chief Financial Officer

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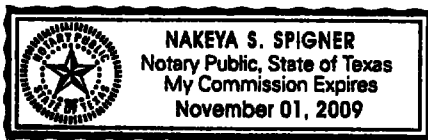
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SURFACE TRANSPORTATION BOARD

STATE OF TEXAS)
)SS:
COUNTY OF DALLAS)

On this 5TH day of NOVEMBER, 2007, before me personally appears MARTIN GRAHAM, to me personally known, who by me duly sworn, says that he is PRESIDENT of Trinity North American Freight Car, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

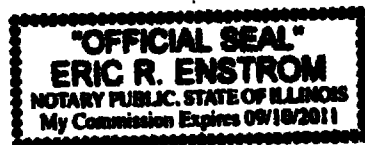
Nakeya S. Spigner
Notary Public

My Commission expires: 11/1/2009

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 16TH day of November, 2007 before me personally appears Kathleen M. Savard, to me personally known, who by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

Eric R. Enstrom
Notary Public

My Commission expires: 9/10/11

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
SUPPLEMENT NO. 2
DATED OCTOBER 19, 2007**

**TTX Contract #T-1A07-P
Trinity Lot # 3185B**

EQUIPMENT

50 GTTX Cars marked 702150 through 702199 (both inclusive).